

KEPPEL OPP'N EXH. 74

From: Kevin Corrigan <Kevin.Corrigan@eigpartners.com>
To: Phil Abejar
CC: Simon Hayden; Kevin Lowder; Crystal Van Der Kloet
Sent: 6/29/2011 8:44:59 AM
Subject: RE: Sete Brasil - timeline

You can relax with regards to closing/funding, though we are entering into a binding commitment today – we had a discussion yesterday with the financial advisor, and since the company we're investing in has decided to go out for a tender of all remaining systems, a huge undertaking, their time-line is now as follows:

- | | |
|--------------------------|---------------|
| 1) Construction bids due | Sep. 2, 2011 |
| 2) Awarding of contracts | October, 2011 |
| 3) Closing & funding | January, 2012 |

This week we are signing a binding agreement to make the investment when they fulfill two requirements: get the boat contract from Petrobras, and existing investors fail to exercise all their pre-emptive rights. When that happens, we will sign an Investment Commitment Agreement, which will lead to closing/funding shortly thereafter. So, we have time to figure out the investing entity, but we will need assurance that it will be available this week.

Do you need anything else at this point?

Thanks, Kevin

From: Phil Abejar
Sent: Wednesday, June 29, 2011 7:29 AM
To: Kevin Corrigan
Cc: Simon Hayden; Kevin Lowder
Subject: Sete Brasil - timeline

Kevin, please provide current timeline for expected closing/funding of Sete Brasil.

Below are various matters I'm working on which will require several weeks:

- Structuring/forming LuxCo V securitization vehicle for this Sete Brasil deal which is subject to:
 - o Blair approving formation of 1st tier EIG Lux Holdco above LuxCo V which will provide additional substance for this deal as well as many other foreign deals requiring Lux intermediary
 - o Finalizing GOF docs (given it will be one of the LuxCo V shareholders)
- PwC vetting the Machado Meyer structure/tax analysis on FIP as it relates to:
 - o Tax w/h during the holding period
 - o Required exit strategy to avoid 15% tax w/h (unless our model assumes 15% tax w/h at exit?)
 - o Tax/regulatory implications of the structure on our US and Lux operations/reporting
- Lastly, we'll coordinate our efforts on Brazilian banking arrangement (with either Santander or Bradesco) after the formation of LuxCo V

-----Original Appointment-----

From: Phil Abejar
Sent: Tuesday, June 28, 2011 7:15 AM
To: 'david.gilbertson@us.pwc.com'; 'thomas.j.holly@us.pwc.com'
Subject: Sete Brasil investment in FIP via LuxCo [revised]
When: Tuesday, June 28, 2011 9:30 AM-10:00 AM (UTC-05:00) Eastern Time (US & Canada).

Exhibit
DEF 86

Where:

Gents, are you available for a brief overview call on PwC engagement with respect to this Fund XIV (together with other EIG entities) investment in Brazil which will require LuxCo vehicle for the proposed \$160M deal.